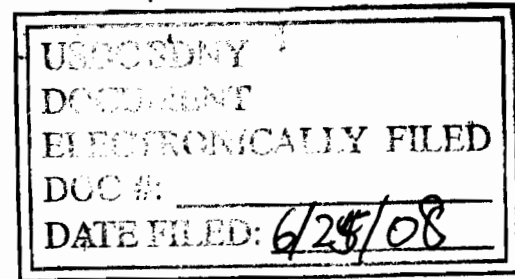


United States District Court
Southern District of New York



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Alpha Capital Anstalt, Bristol Investment
Fund, Ltd., and Ellis International, Ltd.,

Plaintiffs,

Order To Show Cause

vs.

Ness Energy International, Inc., Alan D.
Stricklin and Alpha Quest, LLC,


08 CIV 56867

Defendants.
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Upon the annexed affirmations of Konrad Ackermann, Paul Kessler, Wilhelm Ungar and Joseph Hammer, upon the summons and complaint, and upon all prior pleading and proceedings heretofore had herein,

Let Defendants Ness Energy International, Inc. ("Ness"), Alan D. Stricklin ("Stricklin") and Alpha Quest, LLC ("Quest") show cause at the United States District Courthouse, 500 Pearl Street, New York, New York before Hon. *Alvin K. Hellerstein* in Courtroom ^{14D} on the *8th* day of July, 2008, ^{at 11:00 am} why an order should not be entered pursuant to Rule 65 of the Federal Rules of Civil Procedure and 28 U.S.C. §2201, preliminarily and pending final disposition of this case, requiring Defendant Ness Energy International, Inc. ("Ness") to cancel at least 40.5 million or more of the 260 million shares of Ness common stock issued by Ness to Stricklin and Quest on January 7, 2008 and to require Ness to re-issue and reserve those shares for Plaintiffs in accordance with the agreement between Plaintiffs and Ness.

Sufficient cause appearing therefor, it is

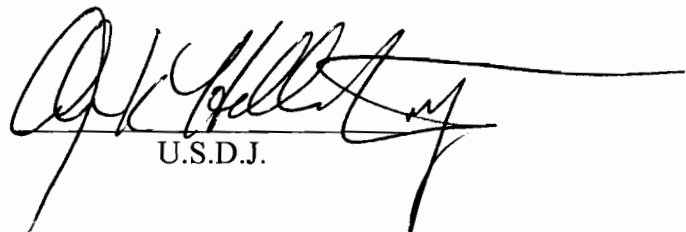
 Ordered that the deposition of Ness, by Alan D. Stricklin, its President, the deposition of Alan D. Stricklin and the deposition of Quest, by Alan D. Stricklin, its Managing Member, go forward on July 2, 2008 at 10:00 a.m. at the Law Offices of Kenneth A. Zitter, 260 Madison Avenue, 18th Floor, New York, New York 10016 and that Defendants produce one day prior to the depositions the documents listed in the schedule to the Notice of Deposition served herewith; and it is further

Ordered that answering papers, if any, be served upon Plaintiffs' attorneys, the Law Offices of Kenneth A. Zitter, 260 Madison Avenue, 18th Floor, New York, New York 10016 at least three days prior to the return date hereof; and it is further

Ordered that service of this Order to Show Cause and the papers upon which it is based, together with the Summons and Complaint, upon Ness Energy International, Inc., 1508 Santa Fe, Suite 202, Weatherford, Texas, 76086, upon Alan D. Stricklin, 3232 Bexhill Drive, Plano, Texas, 75025 and upon Alpha Quest, LLC, 3232 Bexhill Drive, Plano, Texas, 75025 by overnight federal express, such mailing to take place on or before June²⁶, 2008 be deemed good and sufficient service.

Dated: New York, New York
June 21, 2008




U.S.D.J.